

RECORDATION NO. 29663 ^A FILED

MAR 01 '11 -7 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

March 1, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, effective as of February 25, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 29663.

The names and addresses of the parties to the enclosed document are:

- Assignor:** Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035
- Assignee:** Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062
- [Lessee:** Colorado & Wyoming Railway Company
2100 S. Freeway
Pueblo, CO 81002]

**Section Chief
March 1, 2011
Page 2**

**A description of the railroad equipment covered by the enclosed document
is:**

100 gondola railcars: CW 5000 - CW 5099.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

**Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.**

**Kindly return stamped copies of the enclosed document to the
undersigned.**

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

**RWA/sem
Enclosures**

MAR 01 '11 -7 30 AM

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE SURFACE TRANSPORTATION BOARD
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of February 25, 2011 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

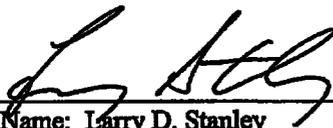
A. The Assignor, as lessor, has leased to Colorado & Wyoming Railway Company, as lessee (the "Lessee"), one hundred (100) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule No. 1 dated as of February 9, 2011 and effective as of December 27, 2010, to that certain Lease Agreement dated as of February 9, 2011 and effective as of December 27, 2010, each by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

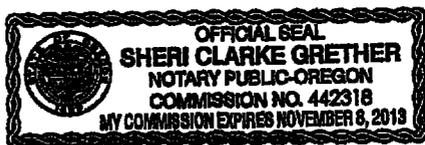
GREENBRIER LEASING COMPANY LLC,
as Assignor

By: 
Name: Larry D. Stanley
Title: Vice President

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

On this 24th day of February, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared Larry D. Stanley, to me personally known, who being by me duly sworn, says that he is a Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal




Notary Public
My commission expires: November 8, 2013

[Memorandum of Assignment]

DESCRIPTION OF RAILCARS

One hundred (100) 52' 6", 5ft. 6" sided 110-ton 286K GRL mill gondola railcars built in 1995 by Thrall, bearing marks and numbers CW 5000 through CW 5099, inclusive.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/1/11



Robert W. Alvord